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BYLAWS

of the

ASSOCIATION OF BAY AREA GOVERNMENTS

As Amended February 21, 1974

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PREAMBLE

The Association of Bay Area Governments is hereby created as an agency established by agreement among its members pursuant to the Joint Exercise of Powers Act. The Association is organized for the permanent establishment of a forum for discussion and study of metropolitan area problems of mutual interest and concern to the counties and cities of the San Francisco Bay Area and for development of policy and action recommendations.

ARTICLE I. FUNCTIONS

The functions of the Association shall include:

- A. Review of Governmental Proposals. The review of proposals for metropolitan area or regional governmental units or agencies, and the making of appropriate policy or action recommendations.
- B. Study of Metropolitan Area Problems. The identification and study of problems, functions and services in the San Francisco Bay Metropolitan Area, and the making of appropriate policy or action recommendations.
- C. Other Functions. Such other metropolitan or regional functions as the General Assembly shall deem appropriate for the Association.

ARTICLE II. DEFINITIONS

- A. Metropolitan Problem. A metropolitan problem is one that meets the following criteria:
 - 1. The geographic area in which the problem is evident must include at least a portion of each of the nine Bay Area counties, as enumerated in these Bylaws, and the solution of which evidently will not be achieved through conventional methods or through intercounty cooperation; and
 - 2. A solution is required by considerations of public health, safety or welfare.
- B. Regional Problem. A regional problem is one that meets all the criteria for a metropolitan problem except that the geographic area includes less than a portion of each county considered to be within the metropolitan area as defined in these Bylaws.
- C. Association. The Association, as used in these Bylaws, means the Association of Bay Area Governments as established by these Bylaws.

D. General Assembly. As used in these Bylaws, means a meeting of the official representatives of the members of the Association of Bay Area Governments.

E. Official Representative. As used in these Bylaws, means the mayor or member of the governing body of each member city and the chairman of the board of supervisors or member of the governing body of each member county, or their duly designated alternates.

ARTICLE III. MEMBERSHIP AND MEETINGS

A. Membership

1. All cities and all counties within the area of the counties of Alameda, Contra Costa, Marin, Napa, San Francisco, San Mateo, Santa Clara, Solano, and Sonoma are eligible for membership in the Association of Bay Area Governments. The mayor or member of the governing body of each member city and the chairman of the board of supervisors or member of the governing body of each member county, or their respective alternates, shall represent such members in the General Assembly. Alternates shall be designated by the city councils or the boards of supervisors, and must be members of those bodies, except in the City and County of San Francisco. The mayor of the City of San Francisco may designate as his alternate any officer of the City and County of San Francisco. This officer need not be an elected official of the City and County of San Francisco.
2. Each member county and city shall have one seat in the General Assembly. San Francisco shall be counted as both a city and county for purposes of membership. Each city incorporated within the nine Bay Area counties enumerated above after the formation of the Association shall automatically be entitled to membership, subject to the provisions of Subsection 3 of this Section A.
3. Membership shall be contingent upon the execution of the Joint Powers Agreement and the payment by each county and city of each annual assessment and each annual membership fee.
4. Any county or city in the nine-county area, set forth in Subsection A. 1 of this Article III, may become a member after the initial formation of this Association, provided that all provisions of Article III are met by the jurisdiction seeking membership.

B. Meetings

1. Regular meetings of the General Assembly shall be held twice each year. The annual meeting shall be held in the month of February and the other regular meeting in the fall. Special meetings of the General Assembly may be called by the Executive Committee upon its own motion and shall be called by the Executive Committee upon written request of 15 member cities and 3 member counties. Ten days written notice of a special meeting shall be given to the official representatives of each member county and city.

An agenda specifying the subject of the special meeting shall accompany the notice.

2. The time, date, and location of both regular meetings of the General Assembly shall be determined by the Executive Committee.
3. Notice of both regular meetings of the General Assembly shall be given to the official representative of each member county and city at least 30 days prior to each meeting. An agenda for the meeting shall accompany the notice.
4. The Executive Committee shall meet at least four times each year. Additional meetings shall be held upon the call of the Chairman or upon the call of five members of the Executive Committee.
5. Other Association committees shall meet on the call of their chairmen.

C. COOPERATING MEMBERS

1. Subject to the approval of the Executive Committee, any governmental entity which is not eligible for membership under Article III, Section A., of these Bylaws, may elect to join the Association of Bay Area Governments as a Cooperating Member.
2. Cooperating Members shall be entitled to attend all meetings of the General Assembly and of the Executive Committee, but shall not be entitled to vote or participate in debate.
3. Cooperating Members shall be entitled to receive all reports, pamphlets, and other written materials of the Association on the same basis as regular members.
4. The Membership Assessment of Cooperating Members shall be \$150 per year for an agency with an annual operating budget of \$2 million or less, and \$300 per year for an agency with an annual operating budget which exceeds \$2 million, as reported by the most recent Annual Report of the State Controller for special districts, school districts, or irrigation districts, or the most recently adopted or revised budget of other agencies.

ARTICLE IV. GENERAL ASSEMBLY

The powers and functions of the General Assembly shall include:

A. The making of policy decisions and the determination of policy matters for the Association.

B. Any official representative may at any meeting of the General Assembly propose a subject or subjects for study by the Association. The General Assembly may take action upon such proposals and, if requested by any official representative, determine whether a study will be made of the subject or subjects so proposed or may refer such subject or subjects to the Executive Committee.

C. Any official representative may at any meeting of the General Assembly request review by the General Assembly of any action of the Executive Committee which has been taken between meetings of the General Assembly.

D. Each year at its annual meeting the General Assembly shall review the proposed budget, assessment schedule and annual membership fee submitted by the Executive Committee and shall adopt an annual budget, and assessment schedule, and an annual membership fee.

ARTICLE V. EXECUTIVE COMMITTEE

A. Executive Committee. There shall be an Executive Committee of the Association which shall be organized and shall be responsible for functions as hereinafter set forth:

1. Voting Membership. The voting membership of the Executive Committee shall consist of 35 members, selected as follows:

a. Alameda County. Two official representatives of the county to be appointed by the Board of Supervisors; two official representatives of member cities within the county to be appointed by the mayors of member cities meeting in conference, and three official representatives to be appointed by the City Council of the City of Oakland.

b. Contra Costa County. Two official representatives of the county to be appointed by the Board of Supervisors; two official representatives of member cities within the county to be appointed by the mayors of member cities meeting in conference.

c. Marin County. One official representative of the county to be appointed by the Board of Supervisors, and one official representative of member cities within the county to be appointed by the mayors of member cities meeting in conference.

d. Napa County. One official representative of the county to be appointed by the Board of Supervisors, and one official representative of member cities within the county to be appointed by the mayors of member cities meeting in conference.

e. San Francisco City and County. The Mayor and one other elective or appointive officer of the City and County appointed by the Mayor, two official representatives of the City and County appointed by the Board of Supervisors, and a fifth official representative to be appointed alternately by the Mayor and the Board of Supervisors, with the first such appointment to be made by the Mayor or the Board of Supervisors as determined by lot.

f. San Mateo County. Two official representatives of the county to be appointed by the Board of Supervisors; two official representatives of member cities within the county to be appointed by the mayors of member cities meeting in conference.

g. Santa Clara County. Two official representatives of the county to be appointed by the Board of Supervisors, two official representatives

of member cities within the county to be appointed by the mayors of member cities meeting in conference, and three official representatives to be appointed by the City Council of the City of San Jose.

h. Solano County. One official representative of the county to be appointed by the Board of Supervisors, and one official representative of member cities within the county to be appointed by the mayors of member cities meeting in conference.

i. Sonoma County. One official representative of the county to be appointed by the Board of Supervisors, and one official representative of member cities within the county to be appointed by the mayors of member cities meeting in conference.

j. President and Vice President. The President and Vice President of the Association, who shall be ex-officio voting members of the Executive Committee.

k. Alternates. An alternate may be appointed for each voting member of the Executive Committee by the appointing authority. Appointments of alternates shall be made in the same manner and for the same term as members.

2. Advisory Membership. The Association shall maintain effective communication and coordination with agencies of the State of California and the United States of America. To that end, the Executive Committee shall invite, following nomination by the Association's President, such representatives of state and federal governments as it deems appropriate and desirable as advisory, non-voting members of the Executive Committee. Such members shall serve at the pleasure of the Executive Committee.
3. Terms of Office. Executive Committee members, other than the President or the Vice President of the Association and the advisory members, shall serve for terms of two years. Appointments to the Executive Committee shall become effective biennially on July 1. Appointments to the Executive Committee pursuant to the provisions of this Article as amended October 13, 1967 shall become effective on December 31, 1967, at which time the Executive Committee shall hold an organizational meeting. The terms of approximately one-half of such members of the reorganized Executive Committee shall expire on July 1, 1969, and the terms of the other members so appointed shall expire on July 1, 1970.
4. Staggered Terms. The terms of the members of the Executive Committee, other than the President or the Vice President, shall be staggered so that the terms of approximately one-half of the members shall expire each year. The terms of the members of the Executive Committee representing the cities in the counties of Alameda, Marin, Napa, San Francisco (mayor and his representative), and Santa Clara, and the county representatives from the counties of Contra Costa, San Mateo, Solano, and Sonoma shall expire in the even-numbered years; the terms of the members of the Executive Committee from the cities in the counties of Contra Costa, San Mateo, Solano, and Sonoma, and the county representatives from the

counties of Alameda, Marin, Napa, San Francisco (representatives of Board of Supervisors), and Santa Clara shall expire in the odd-numbered years.

5. Officers. The President and the Vice President of the Association shall be chairman and vice chairman, respectively, of the Executive Committee.

6. Duties.

a. The Executive Committee shall review and may revise, amend, increase or decrease the proposed annual budget as prepared by the Executive Director. Each year the proposed budget, the assessment schedule and the annual membership fee based upon such proposed budget as approved by the Executive Committee, shall be submitted to the General Assembly at the annual meeting. After adoption of the annual budget, assessment schedule and annual membership fee by the General Assembly the Executive Committee shall control all expenditures in accordance with such budget.

1) The Executive Committee shall have power to transfer funds within the total budget amount in order to meet unanticipated needs or changed situations. Such action shall be reported to the General Assembly at its next meeting.

2) At each regular meeting of the General Assembly the Executive Committee shall report budget and financial transactions since the previous regular meeting.

3) For the purpose of considering budget and personnel matters, the Executive Committee may appoint a Finance and Personnel Subcommittee consisting of six members of the Executive Committee. Three members of the Finance and Personnel Subcommittee shall be county representatives and three members shall be city representatives.

b. The Executive Committee shall submit a full report of its activities at the General Assembly's annual meeting in February of each year.

c. The Executive Committee shall have the authority to appoint, fix the salary of, and remove an Executive Director of the Association and shall have the authority to create and discontinue positions in the office of the Executive Director and fix salaries.

d. The Executive Committee shall have the power to appoint committees to study specific problems, programs, or other matters which the Executive Committee or General Assembly have approved for study.

e. Recommendations from committees for policy decisions shall be made to the Executive Committee. The Executive Committee shall submit such recommendations with its comments and recommendations to the General Assembly for action.

f. The Executive Committee shall be responsible for carrying out policy decisions made by the General Assembly.

A. Voting in the General Assembly shall be conducted in the following manner:

1. A quorum of the General Assembly shall consist of a majority of the official city representatives and a majority of the official county representatives.
2. Each official county representative and each official city representative shall have one vote. Votes shall be tabulated separately for county representatives and for city representatives. The affirmative votes of a majority of a quorum of county representatives and of a majority of a quorum of city representatives are required for policy recommendations or action.

B. Voting in General Assembly meetings may be either by voice or roll call vote. A roll call vote shall be conducted upon the demand of five official representatives present, or at the discretion of the presiding officer.

C. Voting in the Executive Committee shall be conducted in the following manner:

1. A majority of the voting members of the Executive Committee shall constitute a quorum.
2. The affirmative votes of a majority of the quorum are required for action by the Executive Committee with the exception set out below.
3. In order to recommend the annual budget to the General Assembly, the affirmative vote of not less than a majority of the Executive Committee membership is required.
4. In order to appoint or remove the Executive Director, the affirmative vote of not less than a majority of the Executive Committee membership is required.

D. All other committees of the Association may act upon the affirmative vote of a majority of the committee members present.

ARTICLE VII. OFFICERS, ELECTIONS AND VACANCIES

A. Officers of the Association shall be:

1. The President and Vice President elected biennially at least two weeks prior to the annual meeting of the Association in the year in which the election occurs, for two year terms by secret ballot of supervisors, mayors and city councilmen of member jurisdictions. Nominations for the offices of the President and Vice President shall be by petition of at least fifteen (15) mayors, councilmen or supervisors.

2. An Executive Director and a Legal Counsel to be appointed by and serve at the pleasure of the Executive Committee. The Executive Director shall also serve as Secretary-Treasurer of the Association and of the Executive Committee.
3. Such deputies of the Executive Director as may be nominated by the Executive Director and confirmed by the Executive Committee. A Finance Officer shall be appointed by the Executive Director subject to confirmation by the Executive Committee.

B. The President and Vice President of the Association shall be elected by secret ballot of supervisors, mayors and city councilmen of member jurisdictions. The Executive Committee shall determine and designate the date for the opening and counting of secret ballots, provided that the date designated must be at least two weeks prior to the annual meeting of the Association in February. The first such election shall be held prior to the annual meeting of the Association in February, 1970. The final date for the filing of nomination petitions for the offices of President and Vice President shall be determined and designated by the Executive Committee, provided that the final filing date must be at least three (3) weeks prior to the date determined and designated for the counting of secret ballots. A plurality vote shall be required for election to any office. All other election rules and procedures shall be determined by the Executive Committee, provided that these rules and procedures must be disseminated to all member jurisdictions at least thirty (30) days prior to the date determined and designated for counting of secret ballots.

C. The President and Vice President may be either a mayor or city councilman of a member city, or a supervisor of a member county of the Association, or any other qualified elector residing within a member jurisdiction. The President and Vice President shall serve as President and Vice President of the General Assembly, and shall serve ex-officio as Chairman and Vice Chairman, respectively, of the Executive Committee.

D. In the event that the President is disabled or for any other reason unable to act, the Vice President shall act in his place and perform the duties of President until his return or recovery from disability. In the event of a vacancy in the office of President, the Vice President shall serve as President for the unexpired portion of the President's term, and the Executive Committee shall fill the office of Vice President by appointment for the unexpired portion of the Vice President's term. In the event of a vacancy in the office of Vice President, the Executive Committee shall fill the office of Vice President by appointment for the unexpired portion of the Vice President's term.

E. A newly elected President and Vice President shall take office on adjournment of the annual meeting of the General Assembly in the year in which they were elected.

F. The President, subject to the advice and consent of the Executive Committee, may appoint advisory commissions in functional areas as have been authorized by the Executive Committee to advise and make recommendations to the Association as to matters within the jurisdiction of the Association. The size and composition of such advisory commissions shall be determined by the Executive Committee and shall include members broadly representative of the public and the region. The advisory commissions shall submit their reports and recommendations to the Executive Committee.

G. Each person who is an official representative shall cease to be such immediately upon his ceasing for any reason to be the mayor or member of the legislative body of a member city or chairman of the Board of Supervisors or a member of the legislative body of a member county. Any alternate shall immediately be disqualified and cease to be such alternate upon his ceasing to be a member of the legislative body of the member county or city which so designated him.

H. In the event that any county or city member of the Executive Committee shall for any reason cease to be a member of the governing body of the county or city, the vacancy thereby created on the Executive Committee shall be filled for the unexpired term in the same manner as the original appointment is made.

ARTICLE VIII. EXECUTIVE DIRECTOR

The Executive Director shall be the Chief Administrative Officer of the Association. The powers and duties of the Executive Director are:

- A. To appoint and remove all employees of the Association.
- B. Annually to prepare and present a proposed budget to the Executive Committee and to control the approved budget.
- C. To serve as Secretary-Treasurer of the Association and of the Executive Committee.
- D. To perform such other and additional duties as the Executive Committee may require.

ARTICLE IX. FINANCES

- A. Fiscal Year. The fiscal year of the Association shall commence on July 1.
- B. Budget Submission and Adoption. The budget of the Association shall be submitted to the Executive Committee by the Executive Director on or before January 1 of each year. The annual budget, assessment schedule and annual membership fee shall be adopted by the General Assembly not later than March 1 of each year.
- C. Yearly Membership Assessment. Each year upon adoption of the annual budget, the General Assembly shall fix membership assessments and annual membership fees for all members of the Association in amounts sufficient to provide funds required by the budget. Any member city or county whose annual assessment or annual membership fee has not been paid by the time of the annual meeting shall not be entitled to vote at such meeting. The amount of each member's assessment shall be determined in accordance with the formula set out in Paragraph D following.
- D. Method of Assessment. The annual assessment for members of the Association shall be based upon population as determined by the State Controller in making the most recent allocation to counties and cities pursuant to the Motor Vehicle License Fee Law.

1. Each county's assessment shall be a proportionate share of the counties' part of the budget total, determined by the ratio of the individual county's population to the total population of all member counties. Each city's assessment shall be a proportionate share of the cities' part of the budget total determined by the ratio of the individual city's population to the total population of all member cities. These amounts shall be expressed both on a per capita basis and a dollar amount of the total approved Association budget for each fiscal year.
2. For purposes of assessment San Francisco shall be considered as both a city and a county.

E. Annual Audit. The Executive Committee shall cause an annual audit of the financial affairs of the Association to be made by a certified public accountant at the end of each fiscal year. The Executive Committee shall employ a certified public accountant of its choosing. The audit report shall be made available to Association member counties and cities.

F. Annual Membership Fee. Each year upon the adoption of the annual budget, the General Assembly shall fix the annual membership fee for all members of the Association. The membership fee shall be uniform for all members of the Association and shall not be less than \$10.00 per month or \$120.00 per year.

ARTICLE X. STATUTORY AUTHORITY

The Association of Bay Area Governments shall be an agency established by a joint powers agreement among the members pursuant to Title 1, Division 7, Chapter 5, of the Government Code of the State of California.

ARTICLE XI. WITHDRAWAL

Any member county or city may, at any time, withdraw from the Association, providing, however, that the intent to withdraw must be stated in the form of a resolution enacted by the legislative body of the jurisdiction wishing to withdraw. Such resolution of intent to withdraw from the Association must be given to the Executive Director by the withdrawing jurisdiction at least 30 days prior to the effective date of withdrawal.

ARTICLE XII. AMENDMENTS

Amendments to these Bylaws may be proposed by an official representative or by the Executive Committee. If proposed by an official representative, the amendment shall be submitted to the Executive Committee at least 45 days prior to an annual meeting of the General Assembly. Each proposed amendment shall be considered by the Executive Committee and a copy thereof, with the recommendations of the Executive Committee and its reasons therefor, forwarded to the official representative of each member jurisdiction at least 30 days prior to the meeting at which such proposed amendment will be voted upon.

A majority vote of the county representatives present and a majority vote of the city representatives present are required to adopt an amendment to these

Bylaws. If within 60 days after the adoption of any amendment, one-third or more of the official representatives protest such amendment, it shall automatically be up for reconsideration and vote as in the first instance.

ARTICLE XIII. EFFECTIVE DATE

These Bylaws shall go into effect immediately upon the effective date of the Agreement.

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